

Hearing Date and Time: To be determined  
Response Deadline: September 20, 2022 at 4:00 p.m. (Eastern Time)

**THE DEBTORS' FORTY-EIGHTH OMNIBUS OBJECTION TO CLAIMS SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL ANGELINE HWANG, ESQ., AT (212) 310-8258.**

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : **Chapter 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (SHL)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
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**NOTICE OF HEARING ON DEBTORS' FORTY-EIGHTH  
OMNIBUS OBJECTION TO PROOFS OF CLAIM  
(RECLASSIFY CLAIMS)**

**PLEASE TAKE NOTICE** that, on August 30, 2022, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida

cases (collectively, the “**Debtors**”) filed the *Debtors’ Forty-Eighth Omnibus Objection to Proofs of Claim (Reclassify Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that the Objection requests that the Bankruptcy Court reclassify as general unsecured claims the claims listed on **Exhibit A** annexed hereto (the “**Proofs of Claim**”), on the ground(s) as set forth in the Objection.

**PLEASE TAKE FURTHER NOTICE** that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the reclassification of a Proof of Claim and Disputed Claim without further notice to the applicable Claimant(s).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **September 20, 2022, at 4:00 p.m. (prevailing Eastern Time)** (the “**Response Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

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Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

**PLEASE TAKE FURTHER NOTICE** that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant's Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant's designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant's behalf.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Sean H. Lane, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, **on a date to be determined on a later date** (the "**Hearing**"). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

**PLEASE TAKE FURTHER NOTICE** that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

**PLEASE TAKE FURTHER NOTICE** that the Debtors retain the right to object on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

**PLEASE TAKE FURTHER NOTICE** that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov).

**PLEASE TAKE FURTHER NOTICE** that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.**

Dated: August 30, 2022  
New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Reclassified Claims**

<b>Debtors' Forty-eighth Omnibus Objection to Claims Exhibit A Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
1.	Abram, Beatrice	24886
2.	ABSHER, CAROLINE	23664
3.	ACKERMANN, BARBARA	26068
4.	ADAMO, GAETANO	23308
5.	Adams, Grover Forrest	22415
6.	Adams, Judith	24271
7.	Adams, Nova Jean	21136
8.	Adside, Bella M	23836
9.	AGUIRRE, CONCHA V	25679
10.	Aleman, Albert L.	21140
11.	Allen, Garnet L.	25731
12.	ALLEN, MOSLEY LEE	25147
13.	ALLEN, ROYAL ALTON	24007
14.	ALLEN, VANESSA	25497
15.	ALTMAN, FRANCIS R.	22080
16.	Ambrose, Lois G	23366
17.	AMEND, HERBERT R	21982
18.	AMREIN, RICHARD F.	20821
19.	ANDERSON, ELIZABETH F.	25062
20.	ANDERSON, FLOYD D.	22620
21.	Anderson, Jacqueline Jean	24701
22.	Anderson, June B.	21672
23.	Andrews, Joe D	21132
24.	Anthony, Rodney J	24101
25.	APODACA, LUCIANO	24441
26.	ARCE, LILLY	23069
27.	ARENS, LOYAL	21765
28.	Arizzi, Robert	25749
29.	ARMSTRONG, MARTHA	23080
30.	Arnold, James D	21534
31.	ASHER, THERESA	24275
32.	ATKINSON, BONNIE JEAN	23793
33.	Auker, Arlene	23398
34.	Authier, Lee J.	24333
35.	AUTRY, WALLACE DALTON	23087
36.	Averitt, Roy L.	21214
37.	Avilez, Edmee	24665
38.	Ayers, Leslie E.	26283
39.	Babus, Betty	23039
40.	Baggett, Mrs. Claudine D.	22067
41.	BAILEY JR, RALPH L.	25653
42.	Bailey, Bobby W.	23187
43.	Baker, Irene	24904
44.	Balanda, Joyce E	24694
45.	Baldwin, Kenneth E.	21925
46.	BANKS, MARY	25084
47.	BAPTISTE, JOHN A	25148
48.	Barbour, Estella	24796

<b>Debtors' Forty-eighth Omnibus Objection to Claims Exhibit A Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
49.	Barczak, Barbara A.	21706
50.	Barefoot, Jr, John V.	23314
51.	Barletta, Lucy	20769
52.	Barnes, Brian J.	22394
53.	Barnet, Edmund M.	24320
54.	Baroni Jr, Frank J.	23505
55.	BARRETT, WILLIAM L	23822
56.	Bartgis, Etta Susan	24204
57.	Bartos, Virginia	22550
58.	BARTRAM, CHARLES E	24023
59.	Bass, William E	25304
60.	Batina, Antone R	22057
61.	Battles, Dorothy	24680
62.	Bauldock, Ora	22817
63.	BEAL, PAULA S.	24972
64.	Beaupre, Gary	23931
65.	BECK, JACK M	25095
66.	Beers, Alice Joan	21861
67.	Behn, Harriet M.	23338
68.	BELCHER, EDOISE ELIZABETH	22247
69.	BELLISSIMO, VINCENT	22790
70.	Bennett, Dorothy	24064
71.	Benton, Leona M.	23072
72.	BENTZ, NANCY L.	22843
73.	Berger, Robert J.	21203
74.	Berliant, Sandra	26481
75.	Bernacki, Dorothy A	23523
76.	Biczak, Thomas Anthony	22553
77.	Bieszczad, Helene J.	25984
78.	Biltz, Henrietta A.	24156
79.	Bischof, Nicholas J	21119
80.	Bittner, Sofia R.	25756
81.	Black, Forrest H.	25295
82.	BLANCHARD, JAMES B	24995
83.	BLANKINSHIP, DOROTHY F.	21526
84.	Blanton, Mattie Louise	24820
85.	Boatman, Donald R	23088
86.	Bochenek, John H.	24407
87.	Bolin, Myrna I.	21016
88.	BONEY, RONALD L.	25009
89.	Bonnet, Cecile J	24200
90.	BOOTEN, BARBARA A.	21807
91.	Boozer, James M.	24728
92.	Borg, Victoria	25612
93.	Boris, Fabian Dennis	23692
94.	Bottichio, Marian	22556
95.	Botwin, Richard J.	20830
96.	Boud, Roger M.	21254

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
97.	Boudreaux, Jr., Renel Lee	21469
98.	Bourne, Billy C	21442
99.	Bouwman, Kenneth J.	24079
100.	Bowden, Kenneth R	20835
101.	Bowen, John W	23755
102.	Bowlsby, Theresa	25666
103.	Bowman, Jo Ann	22123
104.	Bowman, Rex A.	21896
105.	BOX, DONALD DOUGLAS	21550
106.	Boyd Carter, Dixie June	24929
107.	Boyd, Bobby D	24417
108.	BOYD, GYPSY D	20736
109.	Brady, Patricia	24173
110.	Brakardt, Everett L.	26200
111.	BRANA, ANTOINETTE	26054
112.	BRANDENBURG, WALTER E	23766
113.	BRANDT, JERRY L	21760
114.	BRAUN, LAVERNE	24714
115.	Breaser, John C.	25080
116.	Brell, Louis R.	23405
117.	Bridgeforth, Frank E.	25101
118.	Brinkley, Robert S.	23158
119.	BROOKS, RUSSELL TONY	23449
120.	Brower, Norma	25589
121.	Brown, Betty T.	23018
122.	BROWN, BILLY	24482
123.	BROWN, CECIL E	25003
124.	Bruce, James Melvin	23309
125.	Bruce, Lily	25492
126.	Bruntz, Gilbert P.	26444
127.	Bryant, Richard Harrison	23408
128.	Bryson, William W	24806
129.	Buccella, Eugene F	24444
130.	BUDA, JEAN G	25968
131.	Buffer, Mary Ann	24560
132.	Bullins, Ronald Wayne	23248
133.	BURKE, JOAN F.	25801
134.	Burke, John	25710
135.	Burkert, Irving L	22164
136.	Burr, Kathleen M.	24245
137.	BURRIS, FLOYD A.	23270
138.	Burroughs, Ralph D.	21096
139.	Burti, Ernest A	20829
140.	Burwell, Amy I.	23448
141.	Bussiere, Elizabeth	20891
142.	Butler, G K	21740
143.	CAIN, WILLIAM L	25078
144.	CAINES, AILEEN J	22862



<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
145.	Callison, Linda Jean	22881
146.	Campbell, Ralph B.	22258
147.	Campos, Joe	21354
148.	CANTANTE, JAMES J	23422
149.	Cantrell, Willa M.	22358
150.	CARPENTER, DUANE PHILLIP	21858
151.	CARPENTER, MARGARET	25916
152.	Carr, Priscilla J	23975
153.	Carter Jr., William	21623
154.	Carter, Norman J.	26183
155.	CARTER, REBECCA S.	21620
156.	Carter, Robert Morris	25000
157.	CARUSO, CLETO P	22934
158.	CASEY, NANCY L.	25803
159.	Cassel Jr., Walter C	22682
160.	CASTELLANA, JOHN E	22297
161.	CASTIGLIONE, PETER A	21478
162.	Castro, Carlos M	24687
163.	Cato, Dixie A	22091
164.	CAWLEY, JANICE	24340
165.	CELMER, REGINA AGNES	22885
166.	Chapman, Sydney Malinda	21440
167.	Charbonneau, Evelyn M.	24120
168.	Chorost, Saul	21601
169.	Christ, Robert B.	25105
170.	Church, Charles H	22404
171.	CHURCHWELL, DORIS J	22506
172.	Cianci Sr., Frank J.	24867
173.	Cichon, Corinne	25760
174.	CILLI, JR, VINCENT J.	21917
175.	Clapp, Mary Lou	21169
176.	Clarke Jr, James V.	23525
177.	Clay, Catherine	24970
178.	CLAYTON, ROBERT A.	22370
179.	CLINKSCALES, CALVIN	23958
180.	Cochran, Carole A.	21839
181.	COCKERHAM, CLYDE	22015
182.	COFIELD, EMILIE	23804
183.	Coile, Arthur C	22952
184.	Cole, Catherine Marie	26446
185.	Cole, Vina E.	22867
186.	Coleman, Gene A.	26169
187.	COLEMAN, LEON	20820
188.	COLON, SUSAN	23462
189.	COMSTOCK, HAROLD	22606
190.	Coneywoods, Barbara J.	23606
191.	CONYERS, LEONARD G.	26066
192.	COREN, DORIS	23711

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
193.	COSTELLO, WILLIAM J	20691
194.	Courville, Ronald J	21201
195.	COVIETZ, EUNICE T.	24463
196.	Coward, Taft	23967
197.	Cox, Bessie M.	23392
198.	Cozart, Sonnie	24990
199.	CRAIG, JOYCE	25150
200.	Crawford, Christine D.	21306
201.	Crenshaw, Ila Mae	22713
202.	Crosby, Howard James	24666
203.	Crosswhite, Jackson C.	23343
204.	Crull, James Dennis	21413
205.	Crump, Kenneth P.	21209
206.	CULL, MARVIN	22803
207.	CULPEPPER, GLADYS	22482
208.	CUMBO, LOUIS J.	21580
209.	Cunningham, Catherine	24450
210.	CUNNINGHAM, HERSHEL HAROLD	23671
211.	Cunningham, Mary W.	20893
212.	Cunningham, Paul W.	25458
213.	Curran, Theresa	21002
214.	Curtis, William Jerry	25090
215.	DABNEY, VIRGINIA L.	21541
216.	Daddario, George	20921
217.	Dale, Ruth Elizabeth	23691
218.	Dales, Betty Lou	25726
219.	D'Angelo, Ignazio G.	22500
220.	D'Aunoy, Gilda V.	26178
221.	Davis Sr, WM. P.	21745
222.	DAVIS, HELEN	21913
223.	Davis, James E.	21125
224.	Davis, Ray D	21123
225.	DAVIS, WALTER T.	22217
226.	DE FLORIO, CAROLE L	23299
227.	De La Rosa, Joe G.	22853
228.	De Poto, Frances L.	25515
229.	DEAL, ROBERT LEROY	24473
230.	DEAVER, LEROY	25989
231.	Debacker, Janet E	22573
232.	Dechicco, Philip R.	25738
233.	DEETER, NANNIE L.	21271
234.	DEFIBAUGH, ANNA SCOTT	22927
235.	DEHESA, SHARON M.	23267
236.	DELANEY, LAWRENCE E.	25978
237.	Delma L. Smith Jr (Deceased)	21435
238.	DeMaio, Victor G.	23694
239.	Demers, Roger J.	21410
240.	Dennis, Lee R.	25289

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
241.	Derden, Billy	21171
242.	D'Eugenio, Evelyn	22690
243.	DEW, BLANCHE W	23771
244.	Deweese, Opal Alveno	24877
245.	Dewey Keith Simpkins / Randall Wayne Simpkins	20950
246.	Di Gesu, Roger Gaspere	21849
247.	DiAmbrosio, Grace	23380
248.	Dibeh, Sadallah	21055
249.	Digiacomio, Elizabeth J.	25191
250.	Dimichieli, Lorenzo	24057
251.	Dimitriou, Dimitrios J.	25416
252.	DOANE, FELMA I	22904
253.	Dominguez, Rachel T.	24766
254.	Dominguez, Rosaura	25693
255.	Donna Marie Stulgin	22551
256.	Donovan, Sinaida	24304
257.	Dora Brown wife of Donald E. Brown	23127
258.	Dougan, John C	21448
259.	DOUGHERTY, MARGARET ANN	24392
260.	Dowdy, Avahleen A	21060
261.	Downer, Lionel C.	25573
262.	Drassen, Melvin Arthur	25568
263.	Dresel, Mildred	24894
264.	Driver, Annie Ruth	26170
265.	Duke, Harold	21552
266.	DUNCAN, GUY A	24911
267.	Dunham, Jane M.	25528
268.	DUNNE, MARGARET	25338
269.	DURHAM, JERROLD R	23225
270.	Dutcher, Conrad N	23591
271.	Dye, Mary V.	26599
272.	DYER, MILDRED G	22772
273.	EASTWOOD, DAVID A	22414
274.	Eaton, George W	23183
275.	Eaton, Joan	26118
276.	Edmondson, John E.	23986
277.	EDNIE, OLGA	22822
278.	Edward, Donnie L	20915
279.	Edwards, Martha Juanita	25064
280.	EDWARDS, OZELL	22588
281.	EIERMANN, RAYMOND	20696
282.	Eiland, John C	23987
283.	Elder, Carl	25847
284.	Eldridge, Douglas R.	23901
285.	Eley Funeral Home (Formerly Bayliff & Eley Funeral	25208
286.	Elliott, John	23230
287.	Elmore, Lois	24487
288.	EMILIAN, DONALD J.	26096

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
289.	Engez, Ronald K	21334
290.	Escobedo, Ninfa	20983
291.	Estate of Elizabeth A Freyman	23123
292.	Estate of Marion Imagee Gover, deceased by Don	25358
293.	ESTATE OF VIRGINIA MORTON	26028
294.	Estes, Kelsay Anne	21126
295.	Estrada, Jesus M	20759
296.	Euston, Gregory E	21349
297.	Falbe, Louise A	22087
298.	FALCO, CHARLOTTE A	24315
299.	Falconer, Isabel	25591
300.	Fannon, Donna J	22937
301.	Fant, Gladys M.	26289
302.	Farrington, Frank J.	21325
303.	Fensel, Frederick R	21551
304.	Ferrier, Hugh D	26441
305.	FERRO, WILLIAM	21732
306.	FIEDLER, BETTY JEAN	22770
307.	Fields, Sarah	25198
308.	Filippone, Salvatore D.	22032
309.	Finch, Llyod	23675
310.	Fitzgibbon, James S.	22274
311.	Fleming, Patricia Ann	22290
312.	Fletcher, Billy J.	21376
313.	FLOYD, RUFUS LEROY	24905
314.	Flukinger, Fred Kenneth	25099
315.	Ford, Dorothy Jean	24783
316.	FORD, WILLIAM C.	22097
317.	FOSTER, CARROLL LEE	20660
318.	Foster, George	20738
319.	Fountain, Graham M	22943
320.	Fowler, Arnold Gray	21255
321.	FRANCIS, CLIFFORD C.	25020
322.	FRITZ, MARGARETTE H	24903
323.	FRONCZAK, DOROTHY A	25207
324.	FRONTZ, PAUL J.	25140
325.	Fugate, Ruby J.	23036
326.	FULLER, MARGARET P	21703
327.	Funke, Mary Ellen	22254
328.	Gabriel, Rachel W.	22829
329.	GALLAGHER, JACKIE	21747
330.	Gallardo, Peter R	22711
331.	Gallegos, Eulalia	25366
332.	Gallop, Wilma J.	24791
333.	GANDENBERGER, PAUL E.	25376
334.	Garcez, Adolph	20723
335.	Garcia, Gidalthy	25872
336.	Garcia, Gloria	23597

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
337.	Garrett, Roy	24022
338.	Garza, Olga	23175
339.	Garza, Pablo A.	23190
340.	Gayowki, Florence	25072
341.	Geist, Jacqueline Rosella	23919
342.	GENTILE, ETTA	23862
343.	Gentry, Sr, Roger Dennis	25958
344.	Giles, William E.	21336
345.	Gillespie, Daphne R	20808
346.	Gimblett, Evelyn C	21374
347.	Giorlando, Laila T.	24697
348.	Gladbach, James H.	22447
349.	Gnall, Elizabeth	23400
350.	GOLDMAN, HERBERT	23424
351.	GOMEZ, MARY ECKERT	21957
352.	Gonzales, Manuela C.	25556
353.	Goolsby, Doris P	23747
354.	GOOLSBY, ORVEL W	23788
355.	Gore, Jr., Donald B.	20824
356.	Grabowski, Elaine	20646
357.	GRACE, HERBERT F	23102
358.	GRAHAM, JOHN R.	25907
359.	GRAHAM, MARY E	23866
360.	Graham, Shirley	21441
361.	GRANTHAM, TOMMY M.	22345
362.	GRAVELLE, ARTHUR P.	24669
363.	GRAVES, ESTELLE	23668
364.	GRAVES, MARILYN D.	21626
365.	Gray, Dolly	26529
366.	Gray, George	21005
367.	GREEN, KENNETH R.	22170
368.	GREENE, EVELYN	24930
369.	Greene, Norma J.	23703
370.	GREENHALGE, JOHN F	22444
371.	Greenlee, Robert J.	21597
372.	Grendys, Stanley K	24067
373.	Grieme, Ernst A.	24643
374.	GRIMME, HARVEY L.	22963
375.	Grow, James T	25455
376.	Guertin, Shirley M.	23174
377.	Guinn, Doris J.	21834
378.	Guthrie, Judith Norden	23980
379.	Haas, Marvis L	21979
380.	Haggenbottom, Walter P.	23057
381.	Hahn, William K	22232
382.	HALBERSTADT, MICHAEL	20686
383.	Hall, Anita S	25045
384.	HALL, BARBARA	24956

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
385.	HALL, BENJAMIN D.	21713
386.	HALL, JOHN A	21718
387.	HALL, MARGARETE	20688
388.	HALL, ROBERT C	24314
389.	HAMILTON, EARL W.	22631
390.	HAMMOND, DANIEL W.	22210
391.	HAMPTON, ARLENE	25006
392.	Hampton, Herbert L	24580
393.	Hamski, Norman G	23558
394.	HANGER, ALBERTA ESTHER	23242
395.	HANSEN, JEAN EVELYN	21497
396.	HANSEN, JOHN JOSEPH	24996
397.	Hanus, Lorraine V	21048
398.	Haqq, Ahmad	22065
399.	Harbick, Phyllis M	20862
400.	HARDY, JOYCE	23092

**Exhibit B**

**Claims Hearing Procedures**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:	<b>Case No. 18-23538 (SHL)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
-----	X	

**COURT-ORDERED CLAIMS HEARING PROCEDURES**

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

**Claims Hearing Procedures**

- Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.



2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)<sup>2</sup> is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
  - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
  - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

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<sup>2</sup> Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: To be determined  
Response Deadline: September 20, 2022 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	<b>: Chapter 11</b>
	<b>:</b>
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	<b>: Case No. 18-23538 (SHL)</b>
	<b>:</b>
<b>Debtors.<sup>1</sup></b>	<b>: (Jointly Administered)</b>
-----X	

**DEBTORS' FORTY-EIGHTH OMNIBUS OBJECTION TO PROOFS OF CLAIM  
(RECLASSIFY CLAIMS)**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

**THIS OBJECTION SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM. PARTIES SHOULD REVIEW THE OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED HERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL,  
ANGELINE HWANG, ESQ., AT (212) 310-8258.**

TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

**Background**

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507) (the “**Sale Order**”), approving the Debtors’ entry into that certain *Asset Purchase Agreement*, dated as of January 17, 2019 (as amended, restated, supplemented, or otherwise modified from time to time, the “**APA**”), between the Debtors and certain other sellers party thereto and Transform Hold Co. LLC (“**Transform**”), pursuant to which the Debtors sold substantially all their assets to Transform.

5. On July 9, 2019, the U.S. Trustee appointed the Official Committee of Retirees with Life Insurance Benefits of the Sears Holdings Corporation (the “**Retiree Committee**”) in accordance with the *Order Granting Motion of Retirees Pursuant to Section 1114(d) of the Bankruptcy Code For Appointment of a Committee of Retired Employees* (ECF No. 4357). The Retiree Committee appointed Wollmuth Maher & Deutsch LLP (“**Wollmuth**”) and the Law Offices of Michael M. Mulder (“**Mulder Law**”) as its co-counsel.

6. On October 9, 2019, the Court entered the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”), which (i) authorized the termination of the Sears Retiree Group Life Insurance Plan (the “**Retiree Plan**”) effective as of March 15, 2019, and (ii) authorized the Debtors to implement, and perform under, the terms of the settlement attached to the Retiree Benefits Order as Exhibit 1, and to take any and all actions that may be reasonably necessary or appropriate to effectuate the same.

7. On October 15, 2019, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370).

8. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Disclosure Statement for Second Amended joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (the "**Disclosure Statement**") (ECF No. 4390).<sup>2</sup>

### **Jurisdiction**

9. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

10. The Debtors file this Objection in accordance with the Retiree Benefit Order, and pursuant to section 502 of the Bankruptcy Code, and Bankruptcy Rule 3007, seeking entry of an order reclassifying entirely to general unsecured claims the proofs of claim listed on **Exhibit A** annexed hereto (the "**Reclassified Claims**").

11. The Debtors, Wollmuth, and Mulder Law have examined each Reclassified Claim, all documentation provided with respect to each Reclassified Claim, and have determined in each case the Reclassified Claim asserts a claim against the Debtors that should be classified in its entirety as general unsecured. Specifically, with respect to each of the Reclassified Claims, (i) the claimant asserts a claim in connection with the Retiree Plan, and such claimant either (a) is not a Recently Deceased Class Member, or (b) holds a vested benefit below the \$5,000 threshold set forth in the Retiree Benefit Order and accordingly is not entitled to administrative expense priority, (ii) the claimant improperly asserts secured, priority, or 503(b)(9) administrative status and has failed to show entitlement to such secured, priority, or administrative expense status,

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement.

and/or (iii) such claim is duplicative of a prior claim filed by such claimant that was reclassified pursuant to a prior order of this Court.

12. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit B** (the “**Proposed Order**”).

**The Reclassified Claims Should Be Reclassified**

13. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at \*9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at \*1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at \*3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at \*5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at \*15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

14. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). Further, Bankruptcy Rule 3007(d)(1) permits a debtor to file objections to more than one claim on the basis that, among other things, such claims “duplicate other claims.” Fed. R. Bankr. P. 3007(d)(1).

15. In addition, proofs of claim are routinely disallowed or reclassified when unsupported or as otherwise appropriate. *See, e.g., In re RDA Holding Co.*, Case No. 13-22233 (RDD) (Sep. 18, 2013) (ECF No. 699) (ECF No. 10331) (disallowing and expunging entirely no

liability claims); *In re The Great Atl. & Pac. Tea Co., Inc.*, Case No. 15-23007 (RDD) (Aug. 26, 2016) (ECF No. 3132) (same); *In re Tops Holding II Corp.*, Case No. 18-22279 (RDD) (Apr. 26, 2019) (ECF No. 911) (same). Further, this Bankruptcy Court routinely disallows and expunges claims for which no supporting documentation has been submitted by the claimant. *See, e.g., In re Breitburn Energy Partners LP*, Case No. 16-11390 (SMB) (Apr. 11, 2017) (ECF No. 1164) (disallowing and expunging claims without sufficient documentation); *In re Chassix Holdings, Inc.*, Case No. 15-10578 (MEW) (Apr. 21, 2016) (ECF No. 478) (same); *see* Bar Date Order at 6(d) (“Proofs of Claim must . . . include supporting documentation . . .”).

16. Moreover, a claimant asserting priority bears the burden of establishing its entitlement to such priority. *See, e.g., In re Bethlehem Steel Corp.*, 479 F.3d 167, 172 (2d Cir. 2007) (“The burden of proving entitlement to priority payment . . . rests with the party requesting it.”); *In re Drexel Burnham Lambert Grp. Inc.*, 134 B.R. 482, 489 (Bankr. S.D.N.Y. 1991) (“The burden of establishing entitlement to priority rests with the claimant and should only be granted under extraordinary circumstances, to wit, when the parties seeking priority have sustained their burden of demonstrating that their services are actual and necessary to preserve the estate.”) (quotation omitted). Statutory priorities under the Bankruptcy Code are to be construed and awarded narrowly and consistent with the intent of the Bankruptcy Code. *See, e.g., Howard Delivery Serv. v. Zurich Am. Ins. Co.*, 547 U.S. 651, 667, 669 (2006) (noting the longstanding principle that administrative claims “must be tightly construed” to accomplish the Bankruptcy Code’s objective of equal distribution to creditors); *In re Bayou Grp., LLC*, 431 B.R. 549, 558 (Bankr. S.D.N.Y. 2010) (emphasizing “the general rule that priorities must be narrowly construed in light of the presumption in bankruptcy cases that the debtor’s limited resources will be equally distributed among all unsecured creditors”); *In re A.C.E. Elevator Co., Inc.*, 347 B.R. 473, 479 (Bankr. S.D.N.Y. 2006) (“Because the presumption in bankruptcy cases is that the debtor’s limited



resources will be equally distributed among his creditors, statutory priorities are narrowly construed.”) (quoting *Tr. of Amalgamated Ins. Fund v. McFarlin’s Inc.*, 789 F.2d 98, 100 (2d Cir. 1986)).

17. Similarly, if a creditor cannot demonstrate that its claim is secured by a valid, perfected lien or other security interest in property of the Debtors’ estates, it must follow that such claim is unsecured. *See, e.g., In re Dairy Mart Convenience Stores, Inc.*, 351 F.3d 86, 91 (2d Cir. 2003) (finding that a creditor that is a beneficiary of a letter of credit is only an unsecured creditor vis-à-vis the bankruptcy estate without a direct security interest); *In re WorldCom, Inc.*, 362 B.R. 96, 120 (Bankr. S.D.N.Y. 2007) (reclassifying a purportedly secured claim as unsecured because it was based on a lapsed lien). Such claims are routinely reclassified when the claim is not secured by a valid and properly perfected lien. *See In re Tops Holding II Corp.*, Case No. 18-22279 (RDD) (Bankr. SDNY, Jun. 26, 2019) (ECF No. 935) (reducing/reclassifying claims to the extent not secured by a proper lien on property in which the estate has an interest); *In re Runway Liquidation Holdings, LLC*, Case No. 17-10466 (SCC) (Bankr. SDNY, May 16, 2018) (ECF No. 901) (same); *In re Cenveo, Inc.*, Case No. 18-22178 (RDD) (Bankr. SDNY, Jan. 18, 2019) (ECF No. 919) (same); *In re Aralez Pharmaceuticals US Inc.*, Case No. 18-12425 (MG) (Bankr. SDNY, Mar. 21, 2019) (ECF No. 590) (same).

18. The Retiree Benefit Order provides:

In the event of confirmation and consummation of the Chapter 11 Plan for the Debtors, the 161 employees who are characterized as “grandfathered disableds,” as well as to any participants in the Plan who file proofs of claim and whose benefits were less than \$5,000 as of October 5, 2001, shall be deemed to have Allowed General Unsecured Claims against SRC subject, in each case, to the cap of \$10,500 per employee, whether such employees are entitled to basic or supplemental life insurance and subject to an aggregate cap of \$16.9 million.

19. Certain of the Reclassified Claims asserting priority claims against the Debtors were, as of October 5, 2001, entitled to vested benefits under the Retiree Plan of less than \$5,000. Accordingly, in accordance with the Retiree Benefit Order, the Objection seeks to reclassify these claims entirely to general unsecured claims.

20. The Retiree Benefit Order further provides:

Each Class Member who is not a Recently Deceased Class Member and who files a proof of claim by a date to be agreed upon by the Debtors, the Creditors' Committee, and the Retiree Committee will receive an allowed general unsecured claim in the chapter 11 case of SRC in the amount equal to the lesser of (i) the amount of the Class Member's benefit and (ii) \$10,500.

21. The balance of the Reclassified Claims are asserted by other individuals that are not Recently Deceased Class members, and accordingly, the Objection seeks to reclassify such claims in full to general unsecured claims.

22. Further, the claimants provided no supporting documents establishing (i) entitlement to administrative expense priority under section 503(b) of the Bankruptcy Code, (ii) entitlement to other statutory priority under section 507(a) of the Bankruptcy Code or (iii) a valid, perfected lien or other security interest in the property of the Debtors' estates. Accordingly, the Debtors seek entry of the Proposed Order reclassifying the Reclassified Claims listed on **Exhibit A** to general unsecured claims.

#### **Reservation of Rights**

23. The Debtors hereby reserve the right to object in the future to any of the Reclassified Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted. A separate notice and hearing will be scheduled for any such objection.

**Notice**

24. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

25. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: August 30, 2022  
New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Reclassified Claims**

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
1.	Abram, Beatrice	24886
2.	ABSHER, CAROLINE	23664
3.	ACKERMANN, BARBARA	26068
4.	ADAMO, GAETANO	23308
5.	Adams, Grover Forrest	22415
6.	Adams, Judith	24271
7.	Adams, Nova Jean	21136
8.	Adside, Bella M	23836
9.	AGUIRRE, CONCHA V	25679
10.	Aleman, Albert L.	21140
11.	Allen, Garnet L.	25731
12.	ALLEN, MOSLEY LEE	25147
13.	ALLEN, ROYAL ALTON	24007
14.	ALLEN, VANESSA	25497
15.	ALTMAN, FRANCIS R.	22080
16.	Ambrose, Lois G	23366
17.	AMEND, HERBERT R	21982
18.	AMREIN, RICHARD F.	20821
19.	ANDERSON, ELIZABETH F.	25062
20.	ANDERSON, FLOYD D.	22620
21.	Anderson, Jacqueline Jean	24701
22.	Anderson, June B.	21672
23.	Andrews, Joe D	21132
24.	Anthony, Rodney J	24101
25.	APODACA, LUCIANO	24441
26.	ARCE, LILLY	23069
27.	ARENS, LOYAL	21765
28.	Arizzi, Robert	25749
29.	ARMSTRONG, MARTHA	23080
30.	Arnold, James D	21534
31.	ASHER, THERESA	24275
32.	ATKINSON, BONNIE JEAN	23793
33.	Auker, Arlene	23398
34.	Authier, Lee J.	24333
35.	AUTRY, WALLACE DALTON	23087
36.	Averitt, Roy L.	21214
37.	Avilez, Edmee	24665
38.	Ayers, Leslie E.	26283
39.	Babus, Betty	23039
40.	Baggett, Mrs. Claudine D.	22067
41.	BAILEY JR, RALPH L.	25653
42.	Bailey, Bobby W.	23187
43.	Baker, Irene	24904
44.	Balanda, Joyce E	24694
45.	Baldwin, Kenneth E.	21925
46.	BANKS, MARY	25084
47.	BAPTISTE, JOHN A	25148
48.	Barbour, Estella	24796

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
49.	Barczak, Barbara A.	21706
50.	Barefoot, Jr, John V.	23314
51.	Barletta, Lucy	20769
52.	Barnes, Brian J.	22394
53.	Barnet, Edmund M.	24320
54.	Baroni Jr, Frank J.	23505
55.	BARRETT, WILLIAM L	23822
56.	Bartgis, Etta Susan	24204
57.	Bartos, Virginia	22550
58.	BARTRAM, CHARLES E	24023
59.	Bass, William E	25304
60.	Batina, Antone R	22057
61.	Battles, Dorothy	24680
62.	Bauldock, Ora	22817
63.	BEAL, PAULA S.	24972
64.	Beaupre, Gary	23931
65.	BECK, JACK M	25095
66.	Beers, Alice Joan	21861
67.	Behn, Harriet M.	23338
68.	BELCHER, EDOISE ELIZABETH	22247
69.	BELLISSIMO, VINCENT	22790
70.	Bennett, Dorothy	24064
71.	Benton, Leona M.	23072
72.	BENTZ, NANCY L.	22843
73.	Berger, Robert J.	21203
74.	Berliant, Sandra	26481
75.	Bernacki, Dorothy A	23523
76.	Biczak, Thomas Anthony	22553
77.	Bieszczad, Helene J.	25984
78.	Biltz, Henrietta A.	24156
79.	Bischof, Nicholas J	21119
80.	Bittner, Sofia R.	25756
81.	Black, Forrest H.	25295
82.	BLANCHARD, JAMES B	24995
83.	BLANKINSHIP, DOROTHY F.	21526
84.	Blanton, Mattie Louise	24820
85.	Boatman, Donald R	23088
86.	Bochenek, John H.	24407
87.	Bolin, Myrna I.	21016
88.	BONEY, RONALD L.	25009
89.	Bonnet, Cecile J	24200
90.	BOOTEN, BARBARA A.	21807
91.	Boozer, James M.	24728
92.	Borg, Victoria	25612
93.	Boris, Fabian Dennis	23692
94.	Bottichio, Marian	22556
95.	Botwin, Richard J.	20830
96.	Boud, Roger M.	21254

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
97.	Boudreaux, Jr., Renel Lee	21469
98.	Bourne, Billy C	21442
99.	Bouwman, Kenneth J.	24079
100.	Bowden, Kenneth R	20835
101.	Bowen, John W	23755
102.	Bowlsby, Theresa	25666
103.	Bowman, Jo Ann	22123
104.	Bowman, Rex A.	21896
105.	BOX, DONALD DOUGLAS	21550
106.	Boyd Carter, Dixie June	24929
107.	Boyd, Bobby D	24417
108.	BOYD, GYPSY D	20736
109.	Brady, Patricia	24173
110.	Brakardt, Everett L.	26200
111.	BRANA, ANTOINETTE	26054
112.	BRANDENBURG, WALTER E	23766
113.	BRANDT, JERRY L	21760
114.	BRAUN, LAVERNE	24714
115.	Breaser, John C.	25080
116.	Brell, Louis R.	23405
117.	Bridgeforth, Frank E.	25101
118.	Brinkley, Robert S.	23158
119.	BROOKS, RUSSELL TONY	23449
120.	Brower, Norma	25589
121.	Brown, Betty T.	23018
122.	BROWN, BILLY	24482
123.	BROWN, CECIL E	25003
124.	Bruce, James Melvin	23309
125.	Bruce, Lily	25492
126.	Bruntz, Gilbert P.	26444
127.	Bryant, Richard Harrison	23408
128.	Bryson, William W	24806
129.	Buccella, Eugene F	24444
130.	BUDA, JEAN G	25968
131.	Buffer, Mary Ann	24560
132.	Bullins, Ronald Wayne	23248
133.	BURKE, JOAN F.	25801
134.	Burke, John	25710
135.	Burkert, Irving L	22164
136.	Burr, Kathleen M.	24245
137.	BURRIS, FLOYD A.	23270
138.	Burroughs, Ralph D.	21096
139.	Burti, Ernest A	20829
140.	Burwell, Amy I.	23448
141.	Bussiere, Elizabeth	20891
142.	Butler, G K	21740
143.	CAIN, WILLIAM L	25078
144.	CAINES, AILEEN J	22862

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
145.	Callison, Linda Jean	22881
146.	Campbell, Ralph B.	22258
147.	Campos, Joe	21354
148.	CANTANTE, JAMES J	23422
149.	Cantrell, Willa M.	22358
150.	CARPENTER, DUANE PHILLIP	21858
151.	CARPENTER, MARGARET	25916
152.	Carr, Priscilla J	23975
153.	Carter Jr., William	21623
154.	Carter, Norman J.	26183
155.	CARTER, REBECCA S.	21620
156.	Carter, Robert Morris	25000
157.	CARUSO, CLETO P	22934
158.	CASEY, NANCY L.	25803
159.	Cassel Jr., Walter C	22682
160.	CASTELLANA, JOHN E	22297
161.	CASTIGLIONE, PETER A	21478
162.	Castro, Carlos M	24687
163.	Cato, Dixie A	22091
164.	CAWLEY, JANICE	24340
165.	CELMER, REGINA AGNES	22885
166.	Chapman, Sydney Malinda	21440
167.	Charbonneau, Evelyn M.	24120
168.	Chorost, Saul	21601
169.	Christ, Robert B.	25105
170.	Church, Charles H	22404
171.	CHURCHWELL, DORIS J	22506
172.	Cianci Sr., Frank J.	24867
173.	Cichon, Corinne	25760
174.	CILLI, JR, VINCENT J.	21917
175.	Clapp, Mary Lou	21169
176.	Clarke Jr, James V.	23525
177.	Clay, Catherine	24970
178.	CLAYTON, ROBERT A.	22370
179.	CLINKSCALES, CALVIN	23958
180.	Cochran, Carole A.	21839
181.	COCKERHAM, CLYDE	22015
182.	COFIELD, EMILIE	23804
183.	Coile, Arthur C	22952
184.	Cole, Catherine Marie	26446
185.	Cole, Vina E.	22867
186.	Coleman, Gene A.	26169
187.	COLEMAN, LEON	20820
188.	COLON, SUSAN	23462
189.	COMSTOCK, HAROLD	22606
190.	Coneywoods, Barbara J.	23606
191.	CONYERS, LEONARD G.	26066
192.	COREN, DORIS	23711



<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
193.	COSTELLO, WILLIAM J	20691
194.	Courville, Ronald J	21201
195.	COVIETZ, EUNICE T.	24463
196.	Coward, Taft	23967
197.	Cox, Bessie M.	23392
198.	Cozart, Sonnie	24990
199.	CRAIG, JOYCE	25150
200.	Crawford, Christine D.	21306
201.	Crenshaw, Ila Mae	22713
202.	Crosby, Howard James	24666
203.	Crosswhite, Jackson C.	23343
204.	Crull, James Dennis	21413
205.	Crump, Kenneth P.	21209
206.	CULL, MARVIN	22803
207.	CULPEPPER, GLADYS	22482
208.	CUMBO, LOUIS J.	21580
209.	Cunningham, Catherine	24450
210.	CUNNINGHAM, HERSHEL HAROLD	23671
211.	Cunningham, Mary W.	20893
212.	Cunningham, Paul W.	25458
213.	Curran, Theresa	21002
214.	Curtis, William Jerry	25090
215.	DABNEY, VIRGINIA L.	21541
216.	Daddario, George	20921
217.	Dale, Ruth Elizabeth	23691
218.	Dales, Betty Lou	25726
219.	D'Angelo, Ignazio G.	22500
220.	D'Aunoy, Gilda V.	26178
221.	Davis Sr, WM. P.	21745
222.	DAVIS, HELEN	21913
223.	Davis, James E.	21125
224.	Davis, Ray D	21123
225.	DAVIS, WALTER T.	22217
226.	DE FLORIO, CAROLE L	23299
227.	De La Rosa, Joe G.	22853
228.	De Poto, Frances L.	25515
229.	DEAL, ROBERT LEROY	24473
230.	DEAVER, LEROY	25989
231.	Debacker, Janet E	22573
232.	Dechicco, Philip R.	25738
233.	DEETER, NANNIE L.	21271
234.	DEFIBAUGH, ANNA SCOTT	22927
235.	DEHESA, SHARON M.	23267
236.	DELANEY, LAWRENCE E.	25978
237.	Delma L. Smith Jr (Deceased)	21435
238.	DeMaio, Victor G.	23694
239.	Demers, Roger J.	21410
240.	Dennis, Lee R.	25289

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
241.	Derden, Billy	21171
242.	D'Eugenio, Evelyn	22690
243.	DEW, BLANCHE W	23771
244.	Deweese, Opal Alveno	24877
245.	Dewey Keith Simpkins / Randall Wayne Simpkins	20950
246.	Di Gesu, Roger Gaspere	21849
247.	DiAmbrosio, Grace	23380
248.	Dibeh, Sadallah	21055
249.	Digiacomio, Elizabeth J.	25191
250.	Dimichieli, Lorenzo	24057
251.	Dimitriou, Dimitrios J.	25416
252.	DOANE, FELMA I	22904
253.	Dominguez, Rachel T.	24766
254.	Dominguez, Rosaura	25693
255.	Donna Marie Stulgin	22551
256.	Donovan, Sinaida	24304
257.	Dora Brown wife of Donald E. Brown	23127
258.	Dougan, John C	21448
259.	DOUGHERTY, MARGARET ANN	24392
260.	Dowdy, Avahleen A	21060
261.	Downer, Lionel C.	25573
262.	Drassen, Melvin Arthur	25568
263.	Dresel, Mildred	24894
264.	Driver, Annie Ruth	26170
265.	Duke, Harold	21552
266.	DUNCAN, GUY A	24911
267.	Dunham, Jane M.	25528
268.	DUNNE, MARGARET	25338
269.	DURHAM, JERROLD R	23225
270.	Dutcher, Conrad N	23591
271.	Dye, Mary V.	26599
272.	DYER, MILDRED G	22772
273.	EASTWOOD, DAVID A	22414
274.	Eaton, George W	23183
275.	Eaton, Joan	26118
276.	Edmondson, John E.	23986
277.	EDNIE, OLGA	22822
278.	Edward, Donnie L	20915
279.	Edwards, Martha Juanita	25064
280.	EDWARDS, OZELL	22588
281.	EIERMANN, RAYMOND	20696
282.	Eiland, John C	23987
283.	Elder, Carl	25847
284.	Eldridge, Douglas R.	23901
285.	Eley Funeral Home (Formerly Bayliff & Eley Funeral	25208
286.	Elliott, John	23230
287.	Elmore, Lois	24487
288.	EMILIAN, DONALD J.	26096

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
289.	Engez, Ronald K	21334
290.	Escobedo, Ninfa	20983
291.	Estate of Elizabeth A Freyman	23123
292.	Estate of Marion Image Gove, deceased by Don	25358
293.	ESTATE OF VIRGINIA MORTON	26028
294.	Estes, Kelsay Anne	21126
295.	Estrada, Jesus M	20759
296.	Euston, Gregory E	21349
297.	Falbe, Louise A	22087
298.	FALCO, CHARLOTTE A	24315
299.	Falconer, Isabel	25591
300.	Fannon, Donna J	22937
301.	Fant, Gladys M.	26289
302.	Farrington, Frank J.	21325
303.	Fensel, Frederick R	21551
304.	Ferrier, Hugh D	26441
305.	FERRO, WILLIAM	21732
306.	FIEDLER, BETTY JEAN	22770
307.	Fields, Sarah	25198
308.	Filippone, Salvatore D.	22032
309.	Finch, Llyod	23675
310.	Fitzgibbon, James S.	22274
311.	Fleming, Patricia Ann	22290
312.	Fletcher, Billy J.	21376
313.	FLOYD, RUFUS LEROY	24905
314.	Flukinger, Fred Kenneth	25099
315.	Ford, Dorothy Jean	24783
316.	FORD, WILLIAM C.	22097
317.	FOSTER, CARROLL LEE	20660
318.	Foster, George	20738
319.	Fountain, Graham M	22943
320.	Fowler, Arnold Gray	21255
321.	FRANCIS, CLIFFORD C.	25020
322.	FRITZ, MARGARETTE H	24903
323.	FRONCZAK, DOROTHY A	25207
324.	FRONTZ, PAUL J.	25140
325.	Fugate, Ruby J.	23036
326.	FULLER, MARGARET P	21703
327.	Funke, Mary Ellen	22254
328.	Gabriel, Rachel W.	22829
329.	GALLAGHER, JACKIE	21747
330.	Gallardo, Peter R	22711
331.	Gallegos, Eulalia	25366
332.	Gallop, Wilma J.	24791
333.	GANDENBERGER, PAUL E.	25376
334.	Garcez, Adolph	20723
335.	Garcia, Gidalthy	25872
336.	Garcia, Gloria	23597

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
337.	Garrett, Roy	24022
338.	Garza, Olga	23175
339.	Garza, Pablo A.	23190
340.	Gayowki, Florence	25072
341.	Geist, Jacqueline Rosella	23919
342.	GENTILE, ETTA	23862
343.	Gentry, Sr, Roger Dennis	25958
344.	Giles, William E.	21336
345.	Gillespie, Daphne R	20808
346.	Gimblett, Evelyn C	21374
347.	Giorlando, Laila T.	24697
348.	Gladbach, James H.	22447
349.	Gnall, Elizabeth	23400
350.	GOLDMAN, HERBERT	23424
351.	GOMEZ, MARY ECKERT	21957
352.	Gonzales, Manuela C.	25556
353.	Goolsby, Doris P	23747
354.	GOOLSBY, ORVEL W	23788
355.	Gore, Jr., Donald B.	20824
356.	Grabowski, Elaine	20646
357.	GRACE, HERBERT F	23102
358.	GRAHAM, JOHN R.	25907
359.	GRAHAM, MARY E	23866
360.	Graham, Shirley	21441
361.	GRANTHAM, TOMMY M.	22345
362.	GRAVELLE, ARTHUR P.	24669
363.	GRAVES, ESTELLE	23668
364.	GRAVES, MARILYN D.	21626
365.	Gray, Dolly	26529
366.	Gray, George	21005
367.	GREEN, KENNETH R.	22170
368.	GREENE, EVELYN	24930
369.	Greene, Norma J.	23703
370.	GREENHALGE, JOHN F	22444
371.	Greenlee, Robert J.	21597
372.	Grendys, Stanley K	24067
373.	Grieme, Ernst A.	24643
374.	GRIMME, HARVEY L.	22963
375.	Grow, James T	25455
376.	Guertin, Shirley M.	23174
377.	Guinn, Doris J.	21834
378.	Guthrie, Judith Norden	23980
379.	Haas, Marvis L	21979
380.	Haggenbottom, Walter P.	23057
381.	Hahn, William K	22232
382.	HALBERSTADT, MICHAEL	20686
383.	Hall, Anita S	25045
384.	HALL, BARBARA	24956

<b>Debtors' Forty-eighth Omnibus Objection to Claims</b> <b>Exhibit A</b> <b>Schedule of Claims to be Reclassed to General Unsecured</b>		
<b>Ref</b>		<b>Affected Proof of</b>
<b>#</b>	<b>Name of Claimant</b>	<b>Claim No.</b>
385.	HALL, BENJAMIN D.	21713
386.	HALL, JOHN A	21718
387.	HALL, MARGARETE	20688
388.	HALL, ROBERT C	24314
389.	HAMILTON, EARL W.	22631
390.	HAMMOND, DANIEL W.	22210
391.	HAMPTON, ARLENE	25006
392.	Hampton, Herbert L	24580
393.	Hamski, Norman G	23558
394.	HANGER, ALBERTA ESTHER	23242
395.	HANSEN, JEAN EVELYN	21497
396.	HANSEN, JOHN JOSEPH	24996
397.	Hanus, Lorraine V	21048
398.	Haqq, Ahmad	22065
399.	Harbick, Phyllis M	20862
400.	HARDY, JOYCE	23092

**Exhibit B**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	: <b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	: <b>Case No. 18-23538 (SHL)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
-----X	

**ORDER GRANTING DEBTORS' FORTY-EIGHTH OMNIBUS OBJECTION TO  
PROOFS OF CLAIM (RECLASSIFY CLAIMS)**

Upon the *Debtors' Forty-Eighth Omnibus Objection to Proofs of Claim (Reclassify Claims)*, filed on August 30, 2022 (the “**Objection**”),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on \_\_\_\_\_ (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted.
2. Each proof of claim listed on **Exhibit 1** annexed hereto is reclassified in its entirety to a general unsecured claim.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.



5. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2022  
White Plains, New York

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THE HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Reclassified Claims**